

State of Idaho



Department of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, **ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

ORION DEVELOPMENT CORPORATION

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **First** day of **March**, **1962**, original articles of amendment, as provided by Sections **30-146, 30-147 and 30-148, Idaho Code, amending ARTICLES FIFTH and NINTH**, increasing authorized capital to **1200 shares of no par value**,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **117** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **March**, A. D., 19 **62**.

Secretary of State

ARTICLES OF AMENDMENT

of

OXBOW DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we, FRANK J. CRISONA, president and JOSEPH R. KITSON, treasurer and assistant secretary of OXBOW DEVELOPMENT CORPORATION, a corporation organized and existing under the provisions of the Business Corporation Act of the State of Idaho.

DO HEREBY CERTIFY:

FIRST: That a meeting of the shareholders of the above named corporation was held on the 28th day of December, 1961, for the purpose of taking action upon two proposed amendments to the articles of incorporation of the said corporation, pursuant to 30 days' notice stating the specific purposes of the meeting, mailed to all shareholders entitled to vote on the proposed amendment.

SECOND: That at said meeting the following resolution amending the articles of incorporation of said corporation was offered:

"RESOLVED that paragraph FIFTH of the articles of incorporation of OXBOW DEVELOPMENT CORPORATION be, and the same hereby is amended to read as follows:

"FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be twelve hundred (1200) shares of no par value each.

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of

directors to such persons and on such terms as in its discretion it shall deem advisable."

THIRD: That the resolution set forth above was adopted by the vote of the holders of all outstanding shares of capital stock.

FOURTH: That at said meeting the following resolution amending the articles of incorporation was offered:

"RESOLVED that paragraph NINTH of the articles of incorporation of OXBOW DEVELOPMENT CORPORATION be, and the same hereby is amended to read as follows:

"NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute except that to amend, alter, change or repeal any provision contained in these articles of incorporation, the affirmative vote of eighty per cent (80%) of the outstanding shares of capital stock of the corporation entitled to vote thereon shall be required and all rights conferred upon shareholders herein are granted, subject to this reservation."

FIFTH: That the resolution set forth above was adopted by the vote of the holder of all outstanding shares of capital stock.

"RESOLVED FURTHER that the president and assistant secretary of said corporation be and they hereby are authorized and directed to make, execute and swear to articles of amendment, and to cause such articles of amendment to be filed with the Secretary of State of Idaho and filed for record in the office of the County Recorder of the County in which the registered office of the said corporation is located, in the manner required by law."

IN WITNESS WHEREOF, we do make and execute the certificate in triplicate this 28th day of December, A.D. 1961.


FRANK J. GRISONA, President


JOSEPH R. KIRTSON, Assistant Secretary

